

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
JOANN INC., et al.,¹) Chapter 11
Debtors.) Case No. 25-10068 (CTG)
) (Jointly Administered)
)
) **Hearing Date: October 8, 2025 at 3:00 p.m. (ET)**
) **Objection Deadline: Sept. 18, 2025 at 4:00 p.m. (ET)**

**SUMMARY OF FINAL FEE
APPLICATION OF COLE SCHOTZ P.C., DELAWARE
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM JANUARY 15, 2025 THROUGH JULY 16, 2025**

Name of Applicant: Cole Schotz P.C.

Authorized to provide professional services to: JOANN Inc., *et al.*

Date of retention: March 4, 2025 (Effective as of January 15, 2025)
[Docket No. 546]

Period for which compensation and reimbursement is sought: January 15, 2025 through July 16, 2025

Amount of compensation sought as actual, reasonable and necessary: \$1,487,291.50²

Amount of expense reimbursement sought as actual, reasonable and necessary: \$12,859.47

This is a(n): monthly interim final application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² As set forth in the *First Omnibus Order Approving Interim Fee Applications for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* [Docket No. 1260], Cole Schotz agreed with the U.S. Trustee to a voluntary fee reduction of \$3,230.00. In addition, Cole Schotz agreed with the U.S. Trustee to additional reductions in the amount of \$6,149.00 in connection with this Final Fee Application.

Prior Interim Fee Application:

Application Docket No. Date Filed	Interim Fee Period	Approved Fees	Approved Expenses
Docket No. 968 5/22/25	1/15/25 – 3/31/25	\$573,051.50 ³	\$7,688.52

Prior Monthly Fee Applications:

Monthly Application		Requested Fees and Expenses		Approved Fees and Expenses		Holdback
Monthly Fee Period, Application Docket No., and Date Filed	CNO Docket No. and Date Filed	Total Fees Requested	Total Expenses Requested	Approved Fees	Approved Expenses	Total Disallowed or Withdrawn
1/15/25 – 2/28/25 D.I. 693 4/10/25	D.I. 806 5/2/25	\$456,338.50	\$3,556.36	\$573,051.50	\$7,688.52	\$3,230.00
3/1/25 – 3/31/25 D.I. 827 5/7/25	D.I. 1021 5/29/25	\$119,943.00	\$4,132.16			
Monthly Fee Period, Application Docket No., and Date Filed	CNO Docket No. and Date Filed	Total Fees Requested	Total Expenses Requested	Approved Fees (80%)	Approved Expenses (100%)	Fees Holdback (20%)
4/1/25 – 4/30/25 D.I. 1276 6/24/25	D.I. 1414 7/16/25	\$157,743.50	\$265.93	\$126,194.80	\$265.93	\$31,548.70
5/1/25 – 5/31/25 D.I. 1301 6/27/25	D.I. 1434 7/21/25	\$207,579.00	\$770.49	\$166,063.20	\$770.49	\$41,515.80
6/1/25 – 6/30/25 D.I. 1564 8/8/25	N/A ⁴	\$392,229.00	\$1,103.64	\$0.00	\$0.00	N/A
7/1/25 – 7/16/25 D.I. 1572 8/11/25	N/A ⁵	\$162,837.50	\$3,030.89	\$0.00	\$0.00	N/A

³ Reflects voluntary reductions by Cole Schotz P.C. in the aggregate amount of \$3,230.00 based on informal comments received from the U.S. Trustee.

⁴ The objection deadline for the Fifth Monthly Fee Application is August 29, 2025.

⁵ The objection deadline for the Sixth Monthly Fee Application is September 2, 2025.

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JOANN INC., <i>et al.</i> ¹) Case No. 25-10068 (CTG)
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Debtors.) (Jointly Administered)
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) Hearing Date: October 8, 2025 at 3:00 p.m. (ET)
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**FINAL FEE APPLICATION OF COLE SCHOTZ P.C., DELAWARE
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM JANUARY 15, 2025 THROUGH JULY 16, 2025**

Cole Schotz P.C. (the “Applicant” or “Cole Schotz”), Delaware co-counsel to JOANN Inc. and certain of its subsidiaries, the debtors and debtors in possession in the above captioned cases (collectively, the “Debtors”), hereby submits this final fee application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United State Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 552] (the “Interim Compensation Order”)² for allowance of compensation for services rendered and reimbursement of expenses for

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order or the Plan, as applicable.

the period from January 15, 2025 through July 16, 2025 (the “Final Fee Period”). In support of this Application, Cole Schotz respectfully represents as follows:

Jurisdiction and Venue

1. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. §1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the “Court”) under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Debtors confirm their consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Such relief is also warranted under Bankruptcy Rule 2016, Local Rule 2016-1, the Interim Compensation Order, the Plan, and the Confirmation Order (as defined herein).

Background

A. The Chapter 11 Cases

4. On January 15, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
5. On January 16, 2025, the Court entered an order authorizing the joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. *See Docket No. 103.*

6. On January 28, 2025, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”). *See* Docket No. 198. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Michael Prendergast, Interim Chief Executive Officer, in Support of Chapter 11 Petitions and First Day Motions* filed on January 15, 2025. *See* Docket No. 5.

B. The Retention of Cole Schotz

8. On February 13, 2025, the Debtors applied to the Court for an order authorizing the retention and employment of Cole Schotz as Debtors’ Delaware co-counsel effective as of the Petition Date. *See* Docket No. 425. On March 4, 2025, the Court entered an order authorizing such retention. *See* Docket No. 546.

C. The Interim Compensation Order

9. The Interim Compensation Order sets forth the procedures for final allowance of compensation and reimbursement of expenses in these chapter 11 cases. Specifically, the Interim Compensation Order provides that Professionals shall file final applications for compensation and reimbursement (collectively, the “Final Fee Applications”) by such deadline as may be established in a confirmed chapter 11 plan or in an order of the Court. *See* Interim Compensation Order ¶ 2(i). All Final Fee Applications shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court. *Id.*

D. The Plan and Confirmation Order

10. On July 8, 2024, the Debtors filed the *Second Amended Joint Chapter 11 Plan of Joann Inc. and Its Debtor Affiliates (Technical Modifications)* [Docket No. 1353] (the “Plan”).

11. On July 10, 2025, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Debtors’ Disclosure Statement, for, and Confirming the Second Amended Joint Chapter 11 Plan of Joann Inc. and its Debtor Affiliates* [Docket No. 1387] (the “Confirmation Order”).

12. On July 16, 2024 (the “Effective Date”), the Debtors filed the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1416] (the “Effective Date Notice”), and the Plan became effective in accordance with its terms.

13. Pursuant to the confirmed Plan, and as set forth in the Effective Date Notice, the deadline to file final requests for payment of Professional Fee Claims is September 2, 2025 (the “Professional Fee Application Deadline”), which is the first business day that is forty-five (45) days after the Effective Date. All professionals must file final requests for payment of Professional Fee Claims by no later than the Professional Fee Application Deadline to receive final approval of the fees and expenses incurred in these chapter 11 cases.

Relief Requested

14. By this Application, and pursuant to the Interim Compensation Order, the Plan, and section 331 of the Bankruptcy Code, Cole Schotz is seeking compensation in the amount of \$1,487,291.50¹ in fees for professional services rendered by Cole Schotz during the Final Fee

¹ As set forth in the *First Omnibus Order Approving Interim Fee Applications for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* [Docket No. 1260], Cole Schotz agreed with the U.S. Trustee to a voluntary fee reduction of \$3,230.00. In addition, Cole Schotz agreed with the U.S. Trustee to additional reductions in the amount of \$6,149.00 in connection with this Final Fee Application.

Period. This amount is derived solely from the applicable hourly billing rates of Cole Schotz personnel who rendered such services to the Debtors. In addition, Cole Schotz is seeking reimbursement of expenses incurred during the Final Fee Period in the amount of \$12,859.47.

**The Final Fee Application
and Compliance with Guidelines**

15. This Application was prepared in accordance with (a) Local Rule 2016-1, (b) the United States Trustee *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, adopted on June 11, 2013* (the “UST Guidelines”), and (c) the Interim Compensation Order (collectively with Local Rule 2016-1 and the UST Guidelines, the “Guidelines”).

16. Annexed hereto are various schedules required by the Guidelines, as applicable.

17. Applicant provides the following responses to the questions set forth under ¶ C.5 of Appendix B of the UST Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in this Application are less than the amount budgeted for the Final Fee Period.

Question: Have any of the professionals included in this fee application varied their hourly rates based on the geographic location of the bankruptcy case.

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? If so, please quantify by hours and fees.

Response: This Application does not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include rate increases since retention?

Response: No.

Reasonable and Necessary Services

18. The services for which Cole Schotz seeks compensation were, at the time rendered, necessary for, beneficial to, and in the best interests of the Debtors and the Debtors' estates. The services rendered were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Applicant is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

Notice

19. Cole Schotz will provide notice and serve this Application on the Application Recipients (as defined and set forth in the Interim Compensation Order). In light of the nature of

the relief requested in this Application, Cole Schotz submits that no other or further notice is required.

No Prior Request

20. No prior request for the relief sought in the Application has been made to this or any other court.

Certification of Compliance and Waiver

21. The undersigned representative of Cole Schotz certifies that he has reviewed the requirements of Local Rule 2016-1, and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Cole Schotz believes that such deviations are not material and respectfully requests that any such requirements be waived.

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Conclusion

WHEREFORE, Cole Schotz respectfully requests the Court enter an order (a) approving the Application; (b) awarding Cole Schotz compensation for the Final Fee Period in the amount of \$1,487,291.50 and reimbursement for actual and necessary expenses in the amount of \$12,859.47; (c) authorizing the payment of such sums to Cole Schotz; and (d) granting such other and further relief as the Court may deem just and proper.

Dated: August 28, 2025
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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*Co-Counsel to the Debtors
and Debtors in Possession*

*Co-Counsel to the Debtors
and Debtors in Possession*

JOANN INC., ET AL.**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

The aggregate hourly rate for all Cole Schotz Delaware, New Jersey and New York non-bankruptcy timekeepers (including both attorneys and paralegals) (the “Non-Bankruptcy Blended Rate”) for the year ending December 31, 2024 (the “Comparable Period”) was \$592.88 per hour, and the aggregate hourly rate for all Cole Schotz Delaware, New Jersey and New York bankruptcy timekeepers (including both attorneys and paralegals) (the “Bankruptcy Blended Rate”) for the Comparable Period was \$714.98 per hour.

The blended hourly rate for all Cole Schotz timekeepers (including both attorneys and paralegals) who provided services to the Debtors during the Final Fee Period was approximately \$646.37 per hour.

Category of Timekeeper	2024 Bankruptcy Blended Rate	2024 Non-Bankruptcy Blended Rate	Final Fee Period Blended Rate
Member	\$852.79	\$720.58	\$856.63
Special Counsel	\$670.00	\$662.20	N/A
Associate	\$504.86	\$460.46	\$551.91
Paralegal	\$376.65	\$349.10	\$404.86
Aggregate	\$714.98	\$592.88	\$646.37

JOANN INC., ET AL.

BUDGET AND BILLING BY PROJECT CATEGORY
JANUARY 15, 2025 THROUGH JULY 16, 2025

Project Category	Budgeted Hours	Budgeted Fees	Total Hours	Total Fees
Asset Dispositions, Sales, Uses, and Leases	200	\$130,000.00	164.5	\$117,983.50
Automatic Stay Matters/Litigation	150	\$97,500.00	145.8	\$100,145.50
Business Operations	10	\$6,500.00	6.2	\$3,857.50
Case Administration	200	\$130,000.00	181.5	\$136,819.00
Cash Collateral and DIP Financing	50	\$32,500.00	17.3	\$12,919.00
Claims Analysis, Administration and Objections	400	\$260,000.00	411.8	\$253,517.50
Committee Matters and Creditor Meetings	0	\$0.00	4.2	\$2,599.50
Creditor Inquiries	25	\$16,250.00	10.4	\$7,802.00
Disclosure Statement/Voting Issues	100	\$65,000.00	54.6	\$38,995.00
Employee Matters	25	\$16,250.00	8.0	\$4,344.50
Executory Contracts	250	\$162,500.00	182.2	\$120,582.00
Fee Application Matters/Objections	150	\$97,500.00	102.8	\$55,657.50
General	25	\$16,250.00	12.7	\$5,443.00
Leases (Real Property)	450	\$292,500.00	309.6	\$206,394.50
Leases (Personal Property and Financing)	0	\$0.00	1.0	\$440.00
Litigation/Gen. (Except Automatic Stay)	75	\$48,750.00	66.3	\$44,769.50
Preferences and Avoidance Actions	5	\$3,250.00	0.4	\$308.00
Preparation for and Attendance at Hearings	250	\$162,500.00	223.5	\$129,123.00
Reorganization Plan	200	\$130,000.00	125.6	\$91,893.50
Reports, Statements and Schedules	50	\$32,500.00	41.8	\$24,871.50
Retention Matters	175	\$113,750.00	178.1	\$96,041.00
Tax/General	10	\$6,500.00	6.0	\$3,318.50
U.S. Trustee Matters and Meetings	20	\$13,000.00	11.7	\$7,491.50
Utilities/Sec. 366 Issues	10	\$6,500.00	8.3	\$5,629.50
Vendor Matters	50	\$32,500.00	31.4	\$22,964.50
Post Confirmation	10	\$6,500.00	4.8	\$2,760.00
TOTAL	2,890	\$1,878,500.00	2,310.5	\$1,496,670.50
VOLUNTARY REDUCTION AGREED TO WITH U.S. TRUSTEE IN CONNECTION WITH INTERIM FEE APPLICATION				\$3,230.00
VOLUNTARY REDUCTION AGREED TO WITH U.S. TRUSTEE IN CONNECTION WITH FINAL FEE APPLICATION				\$6,149.00
TOTAL WITH REDUCTIONS				\$1,487,291.50

SUMMARY OF BILLING BY PROFESSIONAL
JANUARY 15, 2025 THROUGH JULY 16, 2025

Attorney Name	Year Admitted	Position (Department)	Hourly Billing Rate	Total Hours Billed	Total Compensation
Patrick J. Reilley	2003	Member (Bankruptcy)	\$900.00	500.9	\$450,810.00
David M. Bass	1994	Member (Bankruptcy)	\$1,075.00	34.2	\$36,765.00
Donald A. Ottaunick	1983	Member (Litigation)	\$960.00	0.8	\$768.00
Stacy L. Newman	2007	Member (Bankruptcy)	\$800.00	250.8	\$200,640.00
Mark Tsukerman	2010	Member (Bankruptcy)	\$770.00	174.0	\$133,980.00
Michael E. Fitzpatrick	2022	Associate (Bankruptcy)	\$575.00	476.7	\$274,102.50
Jack M. Dougherty	2021	Associate (Bankruptcy)	\$575.00	260.3	\$149,672.50
Elazar A. Kosman	2022	Associate (Bankruptcy)	\$430.00	139.6	\$60,028.00
Kellen J. Sweeney	N/A	Summer Associate	\$300.00	16.0	\$4,800.00
Pauline Z. Ratkowiak	N/A	Paralegal (Bankruptcy)	\$405.00	444.9	\$180,184.50
Larry S. Morton	N/A	Paralegal (Bankruptcy)	\$400.00	8.2	\$3,280.00
Danielle E. Delehanty	N/A	Paralegal (Bankruptcy)	\$400.00	4.1	\$1,640.00
TOTAL				2,310.5	\$1,496,670.50
VOLUNTARY REDUCTION AGREED TO WITH U.S. TRUSTEE IN CONNECTION WITH INTERIM FEE APPLICATION					\$3,230.00
VOLUNTARY REDUCTION AGREED TO WITH U.S. TRUSTEE IN CONNECTION WITH FINAL FEE APPLICATION					\$6,149.00
TOTAL WITH REDUCTIONS					\$1,487,291.50

Total Requested Compensation:	\$1,487,291.50
Total Attorney Compensation:	\$1,306,766.00
Blended Rate All Attorneys:	\$711.24
Blended Rate All Timekeepers:	\$646.37

JOANN INC., ET AL.

SUMMARY OF BILLING BY EXPENSE CATEGORY
JANUARY 15, 2025 THROUGH JULY 16, 2025

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopying/Printing/Scanning (5,475 pages @ \$0.10/page)		\$547.50
Postage		\$17.58
Court Fees	PACER Service Center	\$166.10
Filing Fees	U.S. Bankruptcy Court, U.S. District Court	\$1,447.00
Work Meals		\$2,768.34
Delivery/Courier	Reliable; Parcels	\$2,320.57
Photocopies (Outside Cole Schotz)	Parcels	\$1,702.10
Transcripts	Reliable	\$1,831.05
Online Research	Westlaw	\$2,059.23
TOTAL		\$12,859.47

JOANN INC., ET AL.

**STAFFING PLAN FOR COLE SCHOTZ P.C.
JANUARY 15, 2025 – JULY 16, 2025**

ALL FIGURES ARE ESTIMATES

Category of Timekeeper	Estimated Number of Timekeepers Expected to Work on Matters During the Budget Period	Average Hourly Rate
Members	4	\$850.00
Associates	3	\$550.00
Paralegals	1	\$405.00
Estimated Blended Hourly Rate:		\$650.00

SUMMARY OF FINAL FEE APPLICATION	
Name of Applicant	Cole Schotz P.C.
Name of Client	JOANN Inc., et al.
Fee period covered by Application	January 15, 2025 through July 16, 2025
Total compensation sought during Final Fee Period	\$1,487,291.50 ¹
Total expenses sought during Final Fee Period	\$12,859.47
Petition Date	January 15, 2025
Retention Date	January 15, 2025
Date of order approving employment	March 4, 2025
Total compensation approved by interim order to date	\$573,051.50 ²
Total expenses approved by interim order to date	\$7,688.52
Blended rate in Application for all Attorneys	\$711.24
Blended rate in Application for all Timekeepers	\$646.37
Compensation sought in this Application already paid pursuant to a monthly compensation order but not yet allowed	\$292,258.00
Expenses sought in this Application already paid pursuant to a monthly compensation order but not yet allowed	\$1,036.42
Number of professionals included in this Application	12
If applicable, number of professionals in this Application not included in staffing plan	4
If applicable, difference between fees budgeted and compensation sought for this Final Fee Period	Budgeted: \$1,878,500.00 Difference: (\$391,208.50)
Number of professionals billing fewer than 15 hours to the case during this Final Fee Period:	3
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Application using the rates originally disclosed in the retention application:	N/A

¹ As set forth in the *First Omnibus Order Approving Interim Fee Applications for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* [Docket No. 1260], Cole Schotz agreed with the U.S. Trustee to a voluntary fee reduction of \$3,230.00. In addition, Cole Schotz agreed with the U.S. Trustee to additional reductions in the amount of \$6,149.00 in connection with this Final Fee Application.

² Reflects voluntary reductions by Cole Schotz P.C. in the aggregate amount of \$3,230.00 based on informal comments received from the U.S. Trustee as set forth in the *First Omnibus Order Approving Interim Fee Applications for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* [Docket No. 1260].